

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p style="text-align: center;">as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p>PROMESA Title III</p> <p>No. 17 BK 3283-LTS</p> <p>Re: ECF Nos. 3019, 3439</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p style="text-align: center;">as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO,</p> <p style="text-align: center;">Debtor.</p>	<p>PROMESA Title III</p> <p>No. 17 BK 3283-LTS</p> <p>This Joinder relates to the Commonwealth, HTA, and PREPA, and shall be filed in Case Nos. 17 BK 3283-LTS, 17 BK 3567- LTS, and 17 BK 4780-LTS.</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p style="text-align: center;">as representative of</p> <p>PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY (“HTA”),</p>	<p>PROMESA Title III</p> <p>No. 17 BK 3567-LTS</p>

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Debtor.	
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO ELECTRIC POWER AUTHORITY, Debtor.	PROMESA Title III No. 17 BK 4780-LTS

**JOINDER OF THE PUERTO RICO
FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY
ON BEHALF OF THE PUERTO RICO HIGHWAYS AND TRANSPORTATION
AUTHORITY TO OBJECTION OF THE COMMONWEALTH TO MOTION FOR
PARTIAL LIFT OF STAY FILED BY AUTONOMOUS MUNICIPALITY OF PONCE**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), on behalf of the Puerto Rico Highways and Transportation Authority (“HTA”), pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority*, Act 2-2017, respectfully submits this joinder to the *Objection of the Commonwealth to Motion for Partial Lift of Stay filed by Autonomous Municipality of Ponce* (the “Objection”) ² [ECF No. 3439 in Case No. 17-03283].³

1. HTA hereby joins the Commonwealth of Puerto Rico’s in opposing the *Motion for Partial Lift of Stay* (the “Motion”) [ECF No. 3019 in Case No. 17-03283] filed by the Autonomous

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Objection.

³ The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Debtors’ representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”), has authorized AAFAF to file this joinder on behalf of HTA.

Municipality of Ponce (“Movant”) and adopts the factual and legal arguments set forth in the Objection.

2. AAFAF had offered to Movant to modify the Title III Stay solely to the limited extent necessary to allow certain HTA-specific construction projects⁴ under the Development Agreement to continue pursuant to the Prepetition Judgment (provided such projects remain federally funded by the Federal Highway Administration), and for HTA employees to continue to oversee such projects, participate in meetings, and provide updates pursuant to the Prepetition Judgment; provided that the Title III Stay would continue to apply in all other respect to the Prepetition Action, including, but not limited to, the payment of a Commonwealth Court-appointed monitor under the Prepetition Judgment and any determination of any damages.

3. For the reasons set forth in the Objection, HTA respectfully requests that the Court deny the Motion. Specifically, the modification of the Title III Stay would require HTA to spend tens of thousands of dollars annually to fund the costs of the Commonwealth Court-appointed monitor to audit the completion of the projects under the Development Agreement pursuant to the Prepetition Judgment.

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⁴ Projects AC-000915 and AC-000911.

WHEREFORE, HTA respectfully requests the Court take notice of the above and deny the Motion.

Dated: July 20, 2018
San Juan, Puerto Rico

Respectfully submitted,

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